

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
W.R. GRACE & CO., <i>et al.</i> ,	)	Case No. 01-01139 (JKF)
	)	
Debtors.	)	Jointly Administered
	)	
	)	Objection Deadline: January 19, 2011 @ 4:00 p.m.
	)	Hearing Date: Scheduled if Necessary

**NOTICE OF ONE HUNDRED AND ELEVENTH  
MONTHLY FEE APPLICATION REQUEST**

TO: All Parties Requesting Notice  
Debtors and Debtors-in-Possession  
Counsel to the Debtors  
Counsel to the Debtors' Post-Petition Lenders  
Counsel to the Official Committee of Unsecured Creditors  
Counsel to the Official Committee of Asbestos Claimants  
Counsel to the Official Committee of Asbestos Property Damage Claimants  
Office of the United States Trustee

**PLEASE TAKE NOTICE** that on December 30, 2010 the **One Hundred and Eleventh Monthly Fee Application of Kramer Levin Naftalis & Frankel LLP, Counsel to the Official Committee of Equity Security Holders, for Compensation and Reimbursement of Expenses for the Period from November 1, 2010 through November 30, 2010** (the "Application") was filed with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 5<sup>th</sup> Floor, Wilmington, Delaware 19801 and served in accordance with the Amended Administrative Order Under 11 U.S.C. §§105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members.

PLEASE TAKE FURTHER NOTICE that the Application requests payment of compensation in the amount of \$5,221.50 and reimbursement of expenses in the amount of \$19.59 for the period of November 1, 2010 through November 30, 2010.

PLEASE TAKE FURTHER NOTICE that any objection to the Application must be filed with the U.S. Bankruptcy Court, and served upon: (i) counsel for the Official Committee of Equity Holders: Saul Ewing LLP, 222 Delaware Avenue, Wilmington, Delaware 19899 (Attn: Teresa K.D. Currier, Esq.) and Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, New York 10036 (Attn: Philip Bentley, Esq.); (ii) counsel for the Official Committee of Asbestos Claimants: (a) Campbell & Levine, LLC, 1201 N. Market Street, 15<sup>th</sup> Floor, Wilmington, Delaware 19801 (Attn: Matthew G. Zaleski, III, Esq.); (b) Caplin & Drysdale, Chartered, 399 Park Avenue, 36<sup>th</sup> Floor, New York, New York 10022 (Attn: Elihu Inselbuch, Esq.); and (c) Caplin & Drysdale, Chartered, One Thomas Circle, N.W., Washington, D.C. 20005-5802 (Attn: Peter Van N. Lockwood, Esq.); (iii) Debtors, W.R. Grace, 7500 Grace

Drive, Columbia, Maryland 21044 (Attn: David B. Siegel, Senior VP and General Counsel); (iv) Debtors' counsel: (a) Kirkland & Ellis, 200 East Randolph Drive, Chicago, Illinois 60601 (Attn: James H.M. Sprayregen, Esq.) and (b) Pachulski Stang Ziehl Young & Jones, 919 Market Street, 16<sup>th</sup> Floor, P.O. Box 8705, Wilmington, Delaware 19899-8705 (Attn: Laura Davis Jones, Esq.); (v) Office of the United States Trustee, 844 King Street, Room 2311, Wilmington, Delaware 19801 (Attn: Frank Perch, Esq.); (vi) counsel for the Official Committee of Unsecured Creditors: (a) Stroock & Stroock & Lavan, 180 Maiden Lane, New York, New York 10038-4982 (Attn: Lewis Kruger, Esq.), and (b) Duane Morris & Heckscher LLP, P.C., 1100 N. Market Street, Suite 1200, Wilmington, Delaware 19801-1246 (Attn: Michael Lastowski, Esq.); (vii) counsel to the Official Committee of Asbestos Property Damage Claimants, (a) Bilzin Sumberg Dunn Baena Price & Axelrod, First Union Financial Center, 200 South Biscayne Boulevard, Suite 2500, Miami, Florida 33131 (Attn: Scott L. Baena, Esq.), and (b) Ferry & Joseph, P.A., 824 Market Street, Suite 904, P.O. Box 1351, Wilmington, Delaware 19899 (Attn: Michael B. Joseph, Esq.); (viii) Counsel to the Post-Petition Lenders: (a) Latham & Watkins, Sears Tower, Suite 5800, Chicago, Illinois 60606 (Attn: J. Douglas Bacon, Esq.), and (b) The Bayard Firm, 222 Delaware Avenue, Suite 900, P.O. Box 25130, Wilmington, Delaware 19899 (Attn: Steven M. Yoder, Esq.), **so as to be received by January 19, 2011 at 4:00 p.m. prevailing Eastern Time.**

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE THE COURT MAY GRANT THE RELIEF REQUESTED IN THE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

SAUL EWING LLP

By: /s/ Teresa K.D. Currier

Teresa K.D. Currier (No. 3080)  
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And

Philip Bentley, Esq.  
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Counsel to Official Committee of Equity Security  
Holders

Dated: December 30, 2010